

SHEARMAN & STERLING LLP
 599 Lexington Avenue
 New York, New York 10022
 Telephone: (212) 848-4000
 Facsimile: (212) 848-7179
 Douglas P. Bartner (DB-2301)
 Andrew V. Tenzer (AT-2263)

Special Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

-----X	-----X	
	:	
	:	
	:	
In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al</u>,	:	Case No. 05 – 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
	:	
	:	
-----X	-----X	

COVER SHEET PURSUANT TO UNITED STATES TRUSTEE
 GUIDELINES FOR REVIEWING APPLICATIONS FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330

NAME OF APPLICANT:	Shearman & Sterling LLP		
TIME PERIOD:	February 1, 2006 through May 31, 2006		
ROLE IN THE CASE:	Special Counsel to the Debtors and the Debtors in Possession		
DATE OF FINAL RETENTION:	November 4, 2005		
APPLICATION:	Fees Requested:	\$750,297.60	
	Expenses Requested:	\$69,454.96	
	Existing Holdback Requested (20%):	\$150,059.52	
PRIOR APPLICATION:	April 27, 2006		
THIS IS A(N):	<u> X </u> Interim	<u> </u> Final Application	